

RECORDATION NO. 25005-B FILED

DEC 04 '09 -10 05 AM

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1984)

OF COUNSEL
URBAN A. LESTER

December 4, 2009

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D C 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Termination of Lease, dated as of November 30, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Lease Schedule No 1 and Assignment previously filed under Recordation Numbers 25005 and 25005-A.

The name and address of the party to the enclosed document are.

Lessor: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue So., Suite 700,
Minneapolis MN 55402

[Lessee Soo Line Railway Company
c/o Canadian Pacific Railway
Gulf Canada Square
401 - 9th Avenue SW
Calgary, Alberta T2P 4Z4 Canada]

Section Chief
December 4, 2009
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A description of the railroad equipment covered by the enclosed document is:

111 flatcars (and attached tri-level autotracks) within the series SOO 515800 - SOO 515935 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Notice of Termination of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,



Robert W Alvord

RWA/sem
Enclosures

DEC 04 '09 - 10 05 AM

NOTICE OF TERMINATION OF LEASE**SURFACE TRANSPORTATION BOARD**

The undersigned, Wells Fargo Equipment Finance, Inc., a Minnesota corporation (and successor in interest through assignments from M&T Credit Services, LLC ("M&T") (the successor by merger of M&T Credit Corporation)) (the "Lessor") publishes this notice that the Master Railcar Lease Agreement made as of June 15, 2004 (the "Lease"), together with Schedule No. 1, made as of June 15, 2004, and Schedule No. 2 made as of June 15, 2004 related thereto (each, individually, a "Lease Schedule" and, collectively, the "Lease Schedules") between the Lessor and Soo Line Railroad Company, a Minnesota corporation, as lessee (the "Lessee"), with respect to the 222 railcars identified on Exhibit A hereto (collectively the "Equipment") has been terminated.

The Lessor hereby acknowledges (a) that Lessee has purchased substantially all of the Equipment still subject to the Lease, (b) that all obligations of the Lessee under the Lease and other related documents have been duly performed and satisfied and that there remain no further obligations on the part of the Lessee under the Lease and other related documents except those terms of the Lease and the other related documents that by their express terms survive termination and (c) the release of all liens and security interests, if any, created by the below referenced filings with the United States Surface Transportation Board (the "STB") and the Register General of Canada ("RGC") pursuant to Section 105 of the Canada Transportation Act.

The Lease Schedules were duly filed with the STB and the RGC on the dates and under the recordation numbers or document keys as follows, covering the Equipment identified on Exhibit A attached hereto:

- i) Memorandum of Lease Schedule No. 1, made as of June 15, 2004, between Lessor and Lessee, filed with the STB on June 24, 2004 at 5:41 p.m. under Rec. No. 25005 and with the RGC under document key 15514, covering 111 flatcars (and attached tri-level autoracks) within the series SOO 515800 - SOO 515935;
- ii) Memorandum of Lease Schedule No. 2, made as of June 15, 2004, between Lessor and Lessee, filed with the STB on June 24, 2004 at 5:46 p.m. under Rec. No. 25006 and with the RGC under document key 15515, covering 111 flatcars (and attached tri-level autoracks) within the series SOO 515936 - SOO 516099;

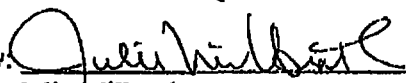
As described above, M&T assigned the Lease and the Lease Schedules to Lessor pursuant to those certain two (2) Assignments of Railcar Lease between M&T and Lessor dated July 15, 2005, duly filed on the dates under recordation numbers as follows:

- (i) Memorandum of Assignment of Railcar Lease by and between M&T and Lessor dated July 15, 2005, filed with the STB on July 21, 2005 at 10:07 a.m. under Rec. No. 25005-A and with the RGC under document key 16729, covering 110 flatcars (and attached tri-level autoracks) within the series SOO 515800 - SOO 515935.
- (ii) Memorandum of Assignment of Railcar Lease by and between M&T and Lessor dated July 15, 2005, filed with the STB on July 21, 2005 at 9:58 a.m. under Rec. No. 25006-A and with the RGC under document key 16728, covering 111 flatcars (and attached tri-level autoracks) within the series SOO 515936 - SOO 516099.

The Lessor does hereby authorize the filing and recording of this Notice with the STB and the RGC in order to give effect to the foregoing

IN WITNESS WHEREOF, Lessor has caused this instrument to be executed by its officer thereunto duly authorized this 30th day of November, 2009.

WELLS FARGO EQUIPMENT FINANCE, INC.


By: 
Julie Milbrath
Title: Assistant Vice President

STATE OF MINNESOTA)
) SS:
COUNTY OF HENNEPIN)

On this, the 30th day of November, 2009, before me, a Notary Public in and for said County and State, personally appeared Julie Milbrath, who being by me duly sworn, says that (s)he is the Assistant Vice President of Wells Fargo Equipment Finance, Inc., that said instrument was signed on November 30, 2009 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Notary Public

My Commission Expires:

EXHIBIT A NOTICE OF TERMINATION OF LEASE

<u>Car Mark & Number</u>	<u>Car Mark & Number</u>	<u>Car Mark & Number</u>	<u>Car Mark & Number</u>
SOO 515800	SOO 515839	SOO 515880	SOO 515929
SOO 515801	SOO 515844	SOO 515881	SOO 515930
SOO 515802	SOO 515845	SOO 515882	SOO 515932
SOO 515803	SOO 515846	SOO 515883	SOO 515933
SOO 515804	SOO 515847	SOO 515884	SOO 515935
SOO 515805	SOO 515848	SOO 515886	
SOO 515806	SOO 515849	SOO 515889	
SOO 515807	SOO 515850	SOO 515892	
SOO 515808	SOO 515851	SOO 515893	
SOO 515810	SOO 515852	SOO 515894	
SOO 515811	SOO 515853	SOO 515895	
SOO 515812	SOO 515854	SOO 515896	
SOO 515813	SOO 515855	SOO 515899	
SOO 515814	SOO 515856	SOO 515900	
SOO 515815	SOO 515858	SOO 515901	
SOO 515816	SOO 515859	SOO 515902	
SOO 515817	SOO 515860	SOO 515904	
SOO 515818	SOO 515861	SOO 515905	
SOO 515819	SOO 515862	SOO 515906	
SOO 515820	SOO 515864	SOO 515907	
SOO 515821	SOO 515865	SOO 515910	
SOO 515822	SOO 515866	SOO 515911	
SOO 515823	SOO 515867	SOO 515912	
SOO 515826	SOO 515868	SOO 515914	
SOO 515827	SOO 515870	SOO 515916	
SOO 515828	SOO 515871	SOO 515917	
SOO 515830	SOO 515872	SOO 515919	
SOO 515831	SOO 515873	SOO 515920	
SOO 515832	SOO 515874	SOO 515921	
SOO 515833	SOO 515875	SOO 515923	
SOO 515834	SOO 515876	SOO 515925	
SOO 515835	SOO 515877	SOO 515926	
SOO 515836	SOO 515878	SOO 515927	
SOO 515837	SOO 515879	SOO 515928	

SOO 515838
SOO 515863

SOO 515885
SOO 515908

<u>Car Mark & Number</u>	<u>Car Mark & Number</u>	<u>Car Mark & Number</u>	<u>Car Mark & Number</u>
SOO 515800	SOO 515839	SOO 515880	SOO 515929
SOO 515801	SOO 515844	SOO 515881	SOO 515930
SOO 515802	SOO 515845	SOO 515882	SOO 515932
SOO 515803	SOO 515846	SOO 515883	SOO 515933
SOO 515804	SOO 515847	SOO 515884	SOO 515935
SOO 515805	SOO 515848	SOO 515886	
SOO 515806	SOO 515849	SOO 515889	
SOO 515807	SOO 515850	SOO 515892	
SOO 515808	SOO 515851	SOO 515893	
SOO 515810	SOO 515852	SOO 515894	
SOO 515811	SOO 515853	SOO 515895	
SOO 515812	SOO 515854	SOO 515896	
SOO 515813	SOO 515855	SOO 515899	
SOO 515814	SOO 515856	SOO 515900	
SOO 515815	SOO 515858	SOO 515901	
SOO 515816	SOO 515859	SOO 515902	
SOO 515817	SOO 515860	SOO 515904	
SOO 515818	SOO 515861	SOO 515905	
SOO 515819	SOO 515862	SOO 515906	
SOO 515820	SOO 515864	SOO 515907	
SOO 515821	SOO 515865	SOO 515910	
SOO 515822	SOO 515866	SOO 515911	
SOO 515823	SOO 515867	SOO 515912	
SOO 515826	SOO 515868	SOO 515914	
SOO 515827	SOO 515870	SOO 515916	
SOO 515828	SOO 515871	SOO 515917	
SOO 515830	SOO 515872	SOO 515919	
SOO 515831	SOO 515873	SOO 515920	
SOO 515832	SOO 515874	SOO 515921	
SOO 515833	SOO 515875	SOO 515923	
SOO 515834	SOO 515876	SOO 515925	
SOO 515835	SOO 515877	SOO 515926	
SOO 515836	SOO 515878	SOO 515927	
SOO 515837	SOO 515879	SOO 515928	

SOO 515838
SOO 515863

SOO 515885
SOO 515908

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated

12/4/09



Robert W Alvord